

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

FORM S-8

**REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

Bank of America Corporation

(Exact name of registrant as specified in its charter)

**Bank of America Corporate Center
100 North Tryon Street
Charlotte, North Carolina 28255**

(Address of principal executive offices, including zip code)

Delaware
(State or other jurisdiction of
incorporation or organization)

56-0906609
(I.R.S. Employer
Identification No.)

**Bank of America Corporation 2003 Key Associate Stock Plan,
as amended and restated and as subsequently amended**
(Full title of the plan)

**ALICE A. HERALD
Deputy General Counsel and Corporate Secretary
Bank of America Corporation
Bank of America Corporate Center
100 North Tryon Street
Charlotte, North Carolina 28255
(704) 386-8072**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

**Copies to:
BOYD C. CAMPBELL, JR.
McGuireWoods LLP
201 North Tryon Street
Charlotte, North Carolina 28202**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer Accelerated filer
Non-accelerated filer (Do not check if a smaller reporting company) Smaller reporting company

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered (1)	Proposed maximum offering price per share (2)	Proposed maximum aggregate offering price (2)	Amount of registration fee (2)
Common Stock	105,000,000 shares	\$6.24	\$655,200,000	\$25,749.36

- (1) Pursuant to Rule 416 under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement also covers any additional shares of Common Stock that become issuable under the above-named plan by reason of any stock dividend, stock split, recapitalization or any other similar transaction.
- (2) Determined on the basis of the average of the high and low prices of the Common Stock reported on the New York Stock Exchange on February 2, 2009 in accordance with Rule 457(c) under the Securities Act, solely for the purpose of calculating the registration fee pursuant to Rule 457(h) under the Securities Act.

REGISTRATION OF ADDITIONAL SECURITIES

This Registration Statement on Form S-8 registers additional securities of the same class as other securities for which a Registration Statement on Form S-8 relating to the Bank of America Corporation 2003 Key Associate Stock Plan, as amended and restated and as subsequently amended (the "Plan") is effective. Accordingly, pursuant to General Instruction E to Form S-8, Bank of America Corporation (the "Registrant") hereby incorporates by reference herein the contents of such Registration Statements on Form S-8 (Registration Nos. 333-102043, 333-121513 and 333-133566) and hereby deems such contents to be a part hereof, except as otherwise updated or modified by this Registration Statement.

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

Item 1. Plan Information.*

Item 2. Registrant Information and Employee Plan Annual Information.*

* Information required by Part I to be contained in the Section 10(a) prospectus is omitted from this Registration Statement in accordance with the Note to Part I of Form S-8.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents filed by the Registrant with the Securities and Exchange Commission (the "SEC") pursuant to the Securities Exchange Act of 1934, as amended (the "Exchange Act"), are incorporated by reference herein and in the Prospectus constituting a part of this Registration Statement:

(a) The Registrant's Annual Report on Form 10-K for the year ended December 31, 2007;

(b) The Registrant's Quarterly Reports on Form 10-Q for the quarters ended March 31, 2008, June 30, 2008 and September 30, 2008; and

(c) The Registrant's Current Reports on Form 8-K filed January 11, 2008, January 22, 2008, January 29, 2008, January 30, 2008, April 15, 2008, April 21, 2008, May 1, 2008, May 23, 2008, May 29, 2008, July 1, 2008, July 21, 2008, July 24, 2008, July 31, 2008, September 15, 2008, September 18, 2008, October 3, 2008, October 6, 2008, October 7, 2008, October 10, 2008, October 21, 2008, October 30, 2008, November 10, 2008, November 12, 2008, November 21, 2008, December 5, 2008, December 11, 2008, December 15, 2008, December 18, 2008, December 23, 2008, January 2, 2009, January 7, 2009, January 13, 2009, January 16, 2009, January 22, 2009, January 28, 2009 and February 3,

2009 (in each case, other than information that is furnished but that is deemed not to have been filed).

(d) The description of the Registrant's Common Stock that is contained in the Registrant's registration statement filed pursuant to Section 12 of the Exchange Act, as modified by the Registrant's Current Reports on Form 8-K filed March 7, 2007, September 26, 2007, November 20, 2007, January 29, 2008, January 30, 2008, May 1, 2008, May 23, 2008, October 30, 2008, December 15, 2008, January 13, 2009 and January 22, 2009 and any other amendment or report filed for the purpose of updating such description.

All documents filed by the Registrant with the SEC pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act (other than any information that is furnished but that is deemed not to have been filed) prior to the filing of a post-effective amendment hereto that either indicates that all securities offered hereby have been sold or deregisters all securities then remaining unsold shall be deemed to be incorporated by reference in this Registration Statement and the Prospectus and to be a part hereof from the date of filing of such documents. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement and the Prospectus to the extent that a statement contained herein or in any other subsequently filed document that also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

The Registrant will provide without charge to each participant in the Plan, on the written or oral request of any such person, a copy of any or all of the documents incorporated herein by reference (other than exhibits to such documents which are not specifically incorporated by reference in such documents). Written requests for such copies should be addressed to: Bank of America Management Stock Plans, NC1-007-21-02, 100 North Tryon Street, Charlotte, North Carolina 28255. Telephone requests may be directed to 704.386.5681.

Item 6. Indemnification of Directors and Officers.

Section 145(a) of the General Corporation Law of the State of Delaware ("Delaware Corporation Law") provides, in general, that a corporation shall have the power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation), because the person is or was a director, officer, employee or agent of the corporation or is or was serving at the request of the corporation as a director, officer, employee or agent of any other enterprise. Such indemnity may be against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by the person in connection with such action, suit or proceeding, if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the corporation and if, with respect to any criminal action or proceeding, the person did not have reasonable cause to believe the person's conduct was unlawful.

Section 145(b) of the Delaware Corporation Law provides, in general, that a corporation shall have the power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the corporation to procure a

judgment in its favor because the person is or was a director, officer, employee or agent of the corporation or is or was serving at the request of the corporation as a director, officer, employee or agent of any other enterprise, against any expenses (including attorneys' fees) actually and reasonably incurred by the person in connection with the defense or settlement of such action or suit if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the corporation, except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to the corporation unless and only to the extent that the Court of Chancery or the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the Court of Chancery or such other court shall deem proper.

Section 145(g) of the Delaware Corporation Law provides, in general, that a corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation or is or was serving at the request of the corporation as a director, officer, employee or agent of any other enterprise, against any liability asserted against the person in any such capacity, or arising out of the person's status as such, regardless of whether the corporation would have the power to indemnify the person against such liability under the provisions of the law.

Article VIII of the Registrant's bylaws provides for indemnification to the fullest extent authorized by Delaware law for any person who is or was a director or officer of the Registrant who is or was involved or threatened to be made involved in any proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was serving as a director, officer, manager or employee of the Registrant or was serving at the request of the Registrant as a director, officer, manager or employee of any other enterprise. Such indemnification is provided only if the director, officer, manager or employee acted in good faith and in a manner that the director, officer, manager or employee reasonably believed to be in, or not opposed to, the best interests of the Registrant, and with respect to any criminal proceeding, had no reasonable cause to believe that the conduct was unlawful.

The foregoing is only a general summary of certain aspects of Delaware law and the Registrant's bylaws dealing with indemnification of directors and officers, and does not purport to be complete. It is qualified in its entirety by reference to the detailed provisions of Section 145 of the Delaware Corporation Law and Article VIII of the bylaws of the Registrant.

Pursuant to the Registrant's bylaws, the Registrant also maintains a directors' and officers' insurance policy which insures the directors and officers of the Registrant against liability asserted against such persons in such capacity whether or not such directors or officers have the right to indemnification pursuant to the bylaws or otherwise.

Item 8. Exhibits.

The following exhibits are filed with or incorporated by reference in this Registration Statement.

<u>Exhibit No.</u>	<u>Description of Exhibit</u>
4(a)	Bank of America Corporation 2003 Key Associate Stock Plan, effective January 1, 2003, as amended and restated effective April 1, 2004, incorporated by reference to Exhibit 10(f) of the Registrant's Registration Statement on Form S-4 (File No. 333-110924)
4(b)	Amendment to Bank of America Corporation 2003 Key Associate Stock Plan, effective January 1, 2003, as amended and restated effective April 1, 2004, and form of Restricted Stock Units Award Agreement and form of Stock Option Award Agreement, incorporated by reference to Exhibit 10(i) of the Registrant's Annual Report on Form 10-K for the year ended December 31, 2007
4(c)	Amendment to Bank of America Corporation 2003 Key Associate Stock Plan, incorporated by reference to Appendix F of Part I to the document included in the Registrant's Registration Statement on Form S-4/A filed with the SEC on October 22, 2008 (File No. 333-153771)
4(d)	Form of Restricted Stock Units Award Agreement (included in Exhibit 4(b))
4(e)	Form of Stock Option Award Agreement (included in Exhibit 4(b))
5(a)	Opinion of McGuireWoods LLP as to the legality of the securities being registered
15(a)	Letter of Deloitte & Touche LLP as to Merrill Lynch & Co., Inc.
23(a)	Consent of McGuireWoods LLP (included in Exhibit 5(a))
23(b)	Consent of PricewaterhouseCoopers LLP as to Bank of America Corporation
23(c)	Consent of Deloitte & Touche LLP as to Merrill Lynch & Co., Inc.
24(a)	Power of Attorney
24(b)	Certified Resolutions

Item 9. Undertakings

(a) The undersigned Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement: (i) to include any prospectus required by Section 10(a)(3) of the Securities Act of 1933, as amended (the "Securities Act"); (ii) to reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement (notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the SEC pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement); and (iii) to include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement; *provided, however*, that paragraphs (a)(1)(i) and (a)(1)(ii) of this section do not apply if the registration statement is on Form S-8, and the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the SEC by the Registrant pursuant to Section 13 or Section 15(d) of the Exchange Act, that are incorporated by reference in the registration statement.

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in this registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the SEC such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such

liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Charlotte, State of North Carolina, on this 3rd day of February, 2009.

BANK OF AMERICA CORPORATION

By: _____
 *
 Kenneth D. Lewis
 President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
* Kenneth D. Lewis	Chairman, President, Chief Executive Officer and Director (Principal Executive Officer)	February 3, 2009
* Joe L. Price	Chief Financial Officer (Principal Financial Officer)	February 3, 2009
* Craig R. Rosato	Senior Vice President and Chief Accounting Officer (Principal Accounting Officer)	February 3, 2009
* William Barnet, III	Director	February 3, 2009
* Frank P. Bramble, Sr.	Director	February 3, 2009
* Virgis W. Colbert	Director	February __, 2009
* John T. Collins	Director	February 3, 2009
* Gary L. Countryman	Director	February 3, 2009
* Tommy R. Franks	Director	February 3, 2009
* Charles K. Gifford	Director	February 3, 2009
* Monica C. Lozano	Director	February 3, 2009

Signature	Title	Date
* Walter E. Massey	Director	February 3, 2009
* Thomas J. May	Director	February 3, 2009
* Patricia E. Mitchell	Director	February 3, 2009
* Joseph Prueher	Director	February __, 2009
* Charles O. Rossotti	Director	February __, 2009
* Thomas M. Ryan	Director	February 3, 2009
* O. Temple Sloan, Jr.	Director	February 3, 2009
* Meredith R. Spangler	Director	February 3, 2009
* Robert L. Tillman	Director	February 3, 2009
* Jackie M. Ward	Director	February 3, 2009

*By: /s/ TERESA M. BRENNER
Teresa M. Brenner
Attorney-in-Fact

February 3, 2009

INDEX TO EXHIBITS

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[McGuireWoods LLP Letterhead]

February 3, 2009

Bank of America Corporation
Bank of America Corporate Center
100 North Tryon Street
Charlotte, North Carolina 28255

Re: Registration Statement on Form S-8
105,000,000 Shares of Common Stock of Bank of America Corporation
Pursuant to the Bank of America Corporation 2003 Key Associate Stock Plan, as amended and
restated and as subsequently amended

Ladies and Gentlemen:

We have acted as counsel to Bank of America Corporation, a Delaware corporation (the "Corporation") in connection with the Registration Statement on Form S-8 (the "Registration Statement") that is being filed on the date hereof with the Securities and Exchange Commission by the Corporation pursuant to the Securities Act of 1933, as amended, relating to the registration of 105,000,000 shares (the "Shares") of the Corporation's common stock, par value \$0.01 per share (the "Common Stock"), which may be issued pursuant to the Corporation's 2003 Key Association Stock Plan, as amended and restated and as subsequently amended (the "Plan").

We have examined such documents, corporate records and other instruments as we have deemed necessary for the purposes of this opinion.

Based on the foregoing, we are of the opinion that the Shares were validly authorized and, when issued and paid for in accordance with and upon the terms and conditions of the Plan, will be validly issued, fully paid and nonassessable.

This opinion is rendered to you and for your benefit solely in connection with the registration of the Shares to be issued pursuant to the Plan. This opinion may not be relied on by you for any other purpose and may not be relied upon by, nor may copies thereof be provided to, any other person, firm, corporation, or entity for any purposes whatsoever without our prior written consent. Notwithstanding the foregoing, we hereby consent to be named in the Registration Statement as attorneys who passed upon the legality of the Shares and to the filing of a copy of this opinion as Exhibit 5.1 to the Registration Statement.

Very truly yours,

/s/ MCGUIREWOODS LLP
MCGUIREWOODS LLP

February 2, 2009

Merrill Lynch & Co., Inc.
4 World Financial Center
New York, NY 10080

We have reviewed, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the unaudited condensed consolidated interim financial information of Merrill Lynch & Co., Inc. and subsidiaries ("Merrill Lynch") as of June 27, 2008 and for the three- and six-month periods ended June 27, 2008 and June 29, 2007, and have issued our report dated August 4, 2008 (which includes explanatory paragraphs relating to the restatement discussed in Note 16, and the transactions subsequent to the balance sheet date discussed in Note 18 to the unaudited condensed consolidated interim financial statements), and as of September 26, 2008 and for the three- and nine-month periods ended September 26, 2008 and September 28, 2007, and have issued our report dated November 4, 2008 (which report includes explanatory paragraphs relating to (1) the agreement and plan of merger with Bank of America Corporation on September 15, 2008 as discussed in Note 1 to the unaudited condensed consolidated interim financial statements, (2) the restatement discussed in Note 16 to the unaudited condensed consolidated interim financial statements, and (3) Merrill Lynch's securities purchase agreement with the U.S. Treasury pursuant to the Emergency Economic Stabilization Act of 2008, its participation in the Federal Deposit Insurance Corporation's Temporary Liquidity Guarantee Program, and its participation in the Federal Reserve's Commercial Paper Funding Facility as discussed in Note 18 to the unaudited condensed consolidated interim financial statements). As indicated in such reports because we did not perform an audit, we expressed no opinion on that information.

We are aware that our report dated August 4, 2008 referred to above, appearing as an exhibit to the Bank of America Corporation Current Report on Form 8-K filed on or about October 3, 2008, and our report dated November 4, 2008 referred to above, appearing as an exhibit to the Bank of America Corporation Current Report on Form 8-K filed on or about November 12, 2008, are incorporated by reference in this Registration Statement on Form S-8.

We also are aware that the aforementioned reports, pursuant to Rule 436(c) under the Securities Act of 1933, are not considered a part of a Registration Statement prepared or certified by an accountant or a report prepared or certified by an accountant within the meaning of Sections 7 and 11 of that Act.

/s/ Deloitte & Touche LLP

New York, New York

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference on Form S-8 of our report dated February 20, 2008 relating to the financial statements and the effectiveness of internal control over financial reporting, which appears in Bank of America Corporation's Annual Report on Form 10-K for the year ended December 31, 2007.

/s/ PricewaterhouseCoopers LLP

Charlotte, North Carolina
February 3, 2009

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our reports dated February 25, 2008, relating to the consolidated financial statements of Merrill Lynch & Co., Inc. and subsidiaries (which report expresses an unqualified opinion and includes explanatory paragraphs regarding (1) the adoption in 2007 of Statement of Financial Accounting Standards No. 157, "*Fair Value Measurements*," Statement of Financial Accounting Standards No. 159, "*The Fair Value Option for Financial Assets and Financial Liabilities—Including an amendment of FASB Statement No. 115*," and FASB Interpretation No. 48, "*Accounting for Uncertainty in Income Taxes, an Interpretation of FASB Statement No. 109*," and a change in the method of accounting in 2006 for share-based payments to conform to Statement of Financial Accounting Standards No. 123 (revised 2004), "*Share-Based Payment*," and (2) the restatement discussed in Note 20 to the consolidated financial statements), and the effectiveness of Merrill Lynch & Co., Inc. and subsidiaries' internal control over financial reporting, appearing as an exhibit to the Bank of America Corporation Current Report on Form 8-K filed on or about October 3, 2008.

/s/ Deloitte & Touche LLP

New York, New York
February 2, 2009

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each of Bank of America Corporation and the several undersigned Officers and Directors thereof whose signatures appear below, hereby makes, constitutes and appoints J. Steele Alphin, Alice A. Herald and Teresa M. Brenner, and each of them acting individually, its, his and her true and lawful attorneys with power to act without any other and with full power of substitution, to execute, deliver and file in its, his and her name and on its, his and her behalf, and in each of the undersigned Officer's and Director's capacity or capacities as shown below, (a) one or more Registration Statements of Bank of America Corporation on Form S-8 relating to the issuance of shares of Common Stock of Bank of America Corporation pursuant to the Bank of America Corporation 2003 Key Associate Stock Plan, as amended and restated and as subsequently amended, and any and all documents in support thereof or supplemental thereto and any and all amendments, including any and all post-effective amendments, to the foregoing (hereinafter called the "Registration Statements"), and (b) such registration statements, petitions, applications, consents to service of process or other instruments, any and all documents in support thereof or supplemental thereto, and any and all amendments or supplements to the foregoing, as may be necessary or advisable to qualify or register the securities covered by said Registration Statements under such securities laws, regulations or requirements as may be applicable; and each of Bank of America Corporation and said Officers and Directors hereby grants to said attorneys, and to each of them, full power and authority to do and perform each and every act and thing whatsoever as said attorneys or attorney may deem necessary or advisable to carry out fully the intent of this power of attorney to the same extent and with the same effect as Bank of America Corporation might or could do, and as each of said Officers and Directors might or could do personally in his or her capacity or capacities as aforesaid, and each of Bank of America Corporation and said Officers and Directors hereby ratifies and confirms all acts and things which said attorneys or attorney might do or cause to be done by virtue of this power of attorney and its, his or her signature as the same may be signed by said attorneys or attorney, or any of them, to any or all of the following (and/or any and all amendments and supplements to any or all thereof): such Registration Statements under the Securities Act of 1933, as amended, and all such registration statements, petitions, applications, consents to service of process and other instruments, and any and all documents in support thereof or supplemental thereto, under such securities laws, regulations and requirements as may be applicable.

IN WITNESS WHEREOF, Bank of America Corporation has caused this power of attorney to be signed on its behalf, and each of the undersigned Officers and Directors in the capacity or capacities noted has hereunto set his or her hand as of the date indicated below.

BANK OF AMERICA CORPORATION

/s/ KENNETH D. LEWIS
 Kenneth D. Lewis
 Chairman, Chief Executive Officer and President

Dated: January 28, 2009

Signature	Title	Date
<u>/s/ KENNETH D. LEWIS</u> Kenneth D. Lewis	Chairman, President, Chief Executive Officer and Director (Principal Executive Officer)	January 28, 2009
<u>/s/ JOE L. PRICE</u> Joe L. Price	Chief Financial Officer (Principal Financial Officer)	January 28, 2009

Signature	Title	Date
<u>/s/ CRAIG R. ROSATO</u> Craig R. Rosato	Senior Vice President and Chief Accounting Officer (Principal Accounting Officer)	January 28, 2009
<u>/s/ WILLIAM BARNET, III</u> William Barnet, III	Director	January 28, 2009
<u>/s/ FRANK P. BRAMBLE, SR.</u> Frank P. Bramble, Sr.	Director	January 28, 2009
<u>/s/ JOHN T. COLLINS</u> John T. Collins	Director	January 28, 2009
<u>/s/ GARY L. COUNTRYMAN</u> Gary L. Countryman	Director	January 28, 2009
<u>/s/ TOMMY R. FRANKS</u> Tommy R. Franks	Director	January 28, 2009
<u>/s/ CHARLES K. GIFFORD</u> Charles K. Gifford	Director	January 28, 2009
<u>/s/ MONICA C. LOZANO</u> Monica C. Lozano	Director	January 28, 2009
<u>/s/ WALTER E. MASSEY</u> Walter E. Massey	Director	January 28, 2009
<u>/s/ THOMAS J. MAY</u> Thomas J. May	Director	January 28, 2009
<u>/s/ PATRICIA E. MITCHELL</u> Patricia E. Mitchell	Director	January 28, 2009
<u>/s/ THOMAS M. RYAN</u> Thomas M. Ryan	Director	January 28, 2009
<u>/s/ O. TEMPLE SLOAN, JR.</u> O. Temple Sloan, Jr.	Director	January 28, 2009
<u>/s/ MEREDITH R. SPANGLER</u> Meredith R. Spangler	Director	January 28, 2009
<u>/s/ ROBERT L. TILLMAN</u> Robert L. Tillman	Director	January 28, 2009
<u>/s/ JACKIE M. WARD</u> Jackie M. Ward	Director	January 28, 2009

BANK OF AMERICA CORPORATION
Extract of Board of Director Resolutions
October 22, 2008

FURTHER RESOLVED, that J. Steele Alphin, Alice Herald and Teresa Brenner be, and each of them with full power to act without the other hereby is, authorized and empowered to sign the aforesaid Registration Statements and any amendment or amendments thereto (including any post-effective amendments) on behalf of and as attorneys for the Corporation and on behalf of and as attorneys for any of the following: the chief executive officer, the principal financial officer, the principal accounting officer and any other officer of the Corporation.

CERTIFICATE OF ASSISTANT SECRETARY

I, Allison L. Gilliam, Assistant Secretary of Bank of America Corporation, a corporation duly organized and existing under the laws of the State of Delaware, do hereby certify that the foregoing is a true and correct extract of resolutions duly adopted by a majority of the entire Board of Directors of said Corporation at a meeting of said Board of Directors held on October 22, 2008, at which meeting a quorum was present and acted throughout and that said resolution is in full force and effect and has not been amended or rescinded as of the date hereof.

IN WITNESS WHEREOF, I have hereupon set my hand and affixed the seal of said corporation this 2nd day of February, 2009.

(SEAL)

/s/ ALLISON L. GILLIAM

Allison L. Gilliam

Assistant Secretary